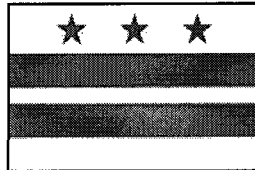


Initial File #: N00004644825

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

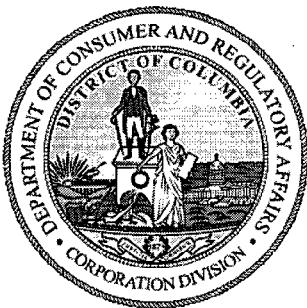
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

National Council of Resistance - U.S. Representative Office (NCRI-US)

Effective Date: 11/13/2012

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 11/13/2012 3:17 PM

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: rbzMR5XF



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
District of Columbia Government
Corporations Division

Articles of Incorporation of Domestic Nonprofit Corporation

One or more persons acting as the incorporator or incorporators under the provisions of the Title 29 of D.C. Code (Business Organizations Act) adopt the following Articles of Incorporation:

First: Corporation Name:

National Council of Resistance - U.S. Representative Office (NCRI-US)

Second: The corporation will have members: No

Third: Registered Agent's name and address in the District Columbia:

Alireza Jafarzadeh

1101 Pennsylvania Ave NW

Suite 600

Washington, District of Columbia 20004

Fourth: The corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4.

Fifth: Miscellaneous Provisions (may attach the statement):

See attached Articles of Incorporation

Sixth: Directors Name & Address:

No directors.

Seventh: Incorporators Name & Address:

Name	Address
Alireza Jafarzadeh	1101 Pennsylvania Ave NW, Suite 600, Washington, District of Columbia 20004

Eighth: Incorporators executing this form:

No information provided.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

Amount Paid: \$180.00

Date: 11/13/2012 3:17 PM

E-Signed

ARTICLES OF INCORPORATION

OF

NATIONAL COUNCIL OF RESISTANCE – U.S. REPRESENTATIVE OFFICE (NCRI-US)

TO:

Government of the District of Columbia
Department of Consumer and Regulatory Affairs
Corporations Division
Washington, DC

One or more natural persons of the age of twenty-one years or more, acting as the incorporator or incorporators under the provisions of Title 29 of the District of Columbia Code (the Business Organizations Code, or the "Act"), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is National Council of Resistance – U.S. Representative Office (NCRI-US) (the "Corporation").

SECOND: The Corporation is incorporated as a nonprofit corporation under Chapter 4 of the Act.

THIRD: A. The Corporation is organized and shall be operated for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now in effect or as may be hereafter amended, or the corresponding provisions of any subsequent United States federal tax law (the "Code"). In particular, the purposes for which the Corporation is formed are the presentation and dissemination in the United States of information about socio-economic, political, and human-rights conditions in the Middle East, and, in general, to engage in any other lawful act or activity for which corporations may be organized under Chapter 4 of the Act that are incidental to the foregoing purpose or may be otherwise necessary or appropriate to more fully accomplish the foregoing purpose of the Corporation that are not inconsistent with its qualification under Code Section 501(c)(4), except for express limitations, if any, contained in these Articles of Incorporation.

B. In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in Section 29-403.02 of the Act, as now in effect or as may hereafter be amended.

FOURTH: The Corporation shall have no members.

FIFTH: A. Except as otherwise provided by law, these Articles of Incorporation, or in any Bylaws of the Corporation, the business and affairs of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation.

B. The Corporation initially shall have three (3) Directors, which number may be increased or decreased from time to time in the manner prescribed in the Bylaws of the

DCRA Corp. Div.

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Corporation, but may not be less than three (3). The Directors shall be elected, appointed, or determined as provided in the Bylaws of the Corporation.

SIXTH: Other provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private individual; *provided, however,* that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation described in Code Section 501(c)(4) or cause it to lose such tax-exempt status.

C. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall be applied and distributed in accordance with a plan of dissolution adopted by the Board of Directors (the "Plan"), *provided, however,* that the Plan is not inconsistent with any provision of the Act as it applies to nonprofit corporations or any Code provision applicable to a corporation described in Section 501(c)(4).

SEVENTH: The initial registered office of the Corporation shall be located at 1101 Pennsylvania Ave NW, Suite 600, Washington, DC 20004. The initial registered agent of the Corporation at such address shall be Alireza Jafarzadeh.

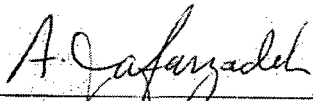
EIGHTH: To the fullest extent permitted by the law of the District of Columbia, as now in effect or as may hereafter be amended, and subject to the limitations, if any, set forth therein, no director, or officer, or former director, or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been a director, or officer of the Corporation, or having served at the request of the Corporation as an officer or director of another corporation; *provided, however,* that such relief from liability shall not apply in any instance where such relief is inconsistent with Code Section 4958 or with any provision of the Code applicable to corporations described in Code Section 501(c)(4). No amendment of this Corporation's Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the protection afforded by this Article EIGHTH to a director, former director, officer, or former officer with respect to any act or omission that occurred prior to such amendment or repeal.

NINTH: The Corporation shall indemnify and advance expenses to a director, former director, officer, or former officer of the Corporation in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to the fullest extent permitted by and in accordance with Chapter 4 of the Act and to the fullest extent otherwise permitted by District of Columbia law. No amendment of this Corporation's Articles of Incorporation or repeal of any of its provisions shall limit or eliminate

the protection afforded by this Article NINTH to a director, former director, officer, or former officer with respect to any act or omission that occurred prior to such amendment or repeal. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with Section 4958 or with any other provision of the Code applicable to corporations described in Code Section 501(c)(4).

TENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, these Articles of Incorporation, or in the Bylaws, and except as set forth in Articles EIGHTH and NINTH, all rights conferred upon members, directors, and officers herein are granted subject to this reservation.

IN WITNESS WHEREOF, the above-named incorporator subscribes to and acknowledges these Articles of Incorporation for National Council of Resistance – U.S. Representative Office (NCRI-US) on this 13th day of November, 2012, hereby declaring and certifying that the facts herein stated are true.



Alireza Jafarzadeh, Incorporator